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*Counsel to Verizon Capital Corp.  
and NCC Key Company*

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In re: :  
: **Chapter 11**  
Sears Holdings Corporation, *et al.*,<sup>1</sup> :  
: **Case No. 18-23538 (RDD)**  
: **Jointly Administered**  
Debtors. :  
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**NOTICE OF ENTRY OF APPEARANCE  
AND REQUEST FOR SERVICE OF PAPERS**

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**PLEASE TAKE NOTICE** that the undersigned attorneys hereby appear as counsel to Verizon Capital Corp. and NCC Key Company (collectively, “Verizon”), creditors in the chapter 11 cases of the above-captioned debtors and debtors-in-possession. Under sections 342 and 1109(b) of title 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101 *et seq.*, and pursuant to Rules 2002, 3017(a), 9007, and 9010(b) of the Federal Rules of Bankruptcy Procedure (“Bankruptcy Rules”), Verizon requests that copies of any and all notices, pleadings, motions, orders to show cause, applications, presentments, petitions, memoranda, affidavits, declarations, orders, disclosure statement(s) and plan(s) of reorganization, or other documents, filed or entered in these chapter 11 cases, be served on:

COVINGTON & BURLING LLP  
The New York Times Building  
620 Eighth Avenue  
New York, NY 10018

Attention: Dianne Coffino  
Telephone: (212) 841-1043  
Facsimile: (646) 441-9043  
Email: dcoffino@cov.com

Attention: R. Alexander Clark  
Telephone: (212) 841-1059  
Facsimile: (646) 441-9059  
Email: aclark@cov.com

- and -

VERIZON CAPITAL CORP.  
221 East 37th Street, 7th Floor  
New York, NY 10016

Attention: Marva M. Levine  
Telephone: (646) 495-2370  
E-mail: marva.m.levine@verizon.com

**PLEASE TAKE FURTHER NOTICE THAT** this request for notice includes, without limitation, not only the notices and papers filed in the chapter 11 cases and referred to in the paragraph above, but also includes orders and notices of any application, motion, petition, pleading, request, complaint, or demand filed or submitted in related proceedings, whether formal or informal, whether written or oral, and whether transmitted or conveyed by mail, courier service, hand-delivery, telephone, facsimile transmission, electronically, or otherwise, that affects or seeks to affect in any way (1) the rights or interests of Verizon in these cases, (2) property or proceeds thereof in the possession, custody, or control of Verizon, or (3) requires or prohibits, or seeks to require or prohibit, any act, delivery of any property, payment or other conduct by Verizon.

**PLEASE TAKE FURTHER NOTICE THAT**, in accordance with Bankruptcy Rule 3017(a), this request also constitutes a request in writing for copies of any disclosure statement or plan filed in this case.

**PLEASE TAKE FURTHER NOTICE THAT** neither this notice of appearance nor any prior or later appearance, pleading, claim, or suit shall waive any right of Verizon (1) to have final orders in non-core or private right of action matters entered only after *de novo* review by a higher court, (2) to trial by jury in any proceeding so triable in these cases or any case, controversy, or proceeding related to these cases, (3) to have the reference withdrawn in any matter subject to mandatory or discretionary withdrawal, or (4) to any other rights, claims,

actions, defenses, setoffs or recoupments, under agreements, in law, in equity, or otherwise, all of which rights, claims, actions, defenses, setoffs, and recoupments are expressly reserved.

Dated: New York, New York  
November 7, 2018

**COVINGTON & BURLING LLP**

By: /s/ R. Alexander Clark  
R. Alexander Clark

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